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A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

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R. BRUCE BECKNER

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SETH A. DAVIDSON

JAMES F. MORIARTY

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HOWARD A. TOPEL

LOUIS H. DUPART*

SHARON O'MALLEY MONAHAN**

LAWRENCE R. FREEDMAN

JILL KLEPPE McCLELLAND
REGINA FAMIGLIETTI PACE
CRAIG A. GILLEY
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THOMAS E. KNIGHT
SETH M. WARNER
MARK B. DENBO***
BRANDON H. HIRSCH
CARA E. SHEPPARD
STEVEN J. HAMRICK
KEVIN C. BRENNAN
FILOMENA D'ELIA
ARDEN T. PHILLIPS***
PATRICK L. GILMORE***
RICHARD L. DAVIS

February 11, 2000

VIA COURIER

* VA BAR ONLY
** MA BAR ONLY
*** MD BAR ONLY

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
Mass Media Services
P.O. Box 358350
Pittsburgh, PA 15251-5350

**Re: WTBS(TV), Atlanta, Georgia (FIN: 64033)
Application for Transfer of Control (FCC Form 315)**

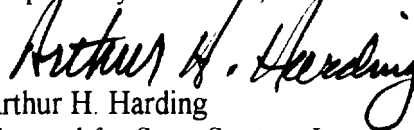
Dear Ms. Salas:

Transmitted herewith in triplicate, on behalf of SuperStation, Inc., the licensee of WTBS(TV), is an application on FCC Form 315 for the transfer of control of that station from Time Warner Inc. to AOL Time Warner Inc. Also enclosed is an FCC Form 159, Remittance Advice, and a check payable to the FCC in the amount of \$725.00 in payment of the filing fee for this application.

This application is being filed in connection with the merger of Time Warner Inc. and America Online, Inc. A number of other transfer applications associated with that merger are also being filed today. In addition, two copies of all such applications will be filed in the Secretary's office in Washington, D.C.

If there should be any questions regarding this filing, please contact the undersigned directly.

Respectfully submitted,


Arthur H. Harding
Counsel for SuperStation, Inc.

Enclosures

cc: WTBS(TV) PUBLIC FILE

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

(1) LOCKBOX # 358350

PAGE NO 1 OF 1

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Fleischman & Walsh, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 725.00

(4) STREET ADDRESS LINE NO. 1

1400 Sixteenth Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-939-7900

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

SuperStation, Inc.

(12) STREET ADDRESS LINE NO. 1

1050 Techwood Drive

(13) STREET ADDRESS LINE NO. 2

(14) CITY

Atlanta

(15) STATE

GA

(16) ZIP CODE

30318

(17) DAYTIME TELEPHONE NUMBER (include area code)

408-827-1008

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WTBS(TV)

(20A) PAYMENT TYPE CODE (PTC)

M P T

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 725.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 2 1 7 6 9 5 5 6

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 5 8 1 3 9 1 1 0 2

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Arthur H. Harding

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE Arthur H. Harding

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE

☐ MASTERCARD

1 2 3 4 5 6 7 8 9 0 1 2 3 4 5 6 7 8 9 0

1 2 3 4

MONTH YEAR

☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

ORIGINAL DOCUMENT IS PRINTED ON CHEMICAL REACTIVE PAPER & HAS A MICROPRINTED BORDER

FLEISCHMAN AND WALSH, L.L.P.
ATTORNEYS AT LAW
1400 SIXTEENTH STREET, N.W.
WASHINGTON, DC 20036

THE RIGGS NATIONAL BANK OF WASHINGTON
PRIVATE BANKING GROUP
WASHINGTON, DC 20074-6758

18096

NUMBER

15-3/540

18096

PAY:

SEVEN HUNDRED TWENTY-FIVE AND 00/100

DATE

AMOUNT

02-08-00

725.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS COMM.



THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW

⑈018096⑈ ⑆054000030⑆ 17143761⑈

FCC 315

APPLICATION FOR CONSENT TO TRANSFER CONTROL OF ENTITY HOLDING BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE

FOR
FCC
USE
ONLY

FOR COMMISSION USE ONLY
FILE NO.

Section I - General Information

1. Legal Name of the Licensee/Permittee SuperStation, Inc.		
Mailing Address 1050 Techwood Drive		
City Atlanta	State or Country (if foreign address) GA	ZIP Code 30318
Telephone Number (include area code) 404/827-1008	E-Mail Address (if available)	
	Call Sign WTBS (TV)	Facility ID Number 64033
2. Contact Representative (if other than licensee/permittee) Arthur H. Harding		
Firm or Company Name Fleischman and Walsh, LLP		
Telephone Number (include area code) (202) 939-7900	E-Mail Address (if available) aharding@fw-law.com	

3. If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114):

☐ Governmental Entity ☐ Noncommercial Educational Licensee/Permittee ☐ Other _____

4. Purpose of Application:

☒ Transfer of control of licensee
☐ Transfer of control of permittee
☐ Amendment to pending application

File Number of pending application: _____

If an amendment, submit as an Exhibit a listing by Section and Question Number of the portions of the pending application that are being revised.

Exhibit No.
N/A

5. Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5001)?

☐ Yes ☒ No

If yes, list pertinent authorizations in an Exhibit.

Exhibit No.
N/A

All previous editions obsolete.

Section II - Transferor(s)

1. **Certification.** Transferor(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferor(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. ☒ Yes ☐ No

2. Legal Name of the Transferor
Time Warner Inc.

Mailing Address
75 Rockefeller Plaza

City New York	State or Country (if foreign address) NY	ZIP Code 10019
Telephone Number (include area code) 212/484-8160		E-Mail Address (if available)

3. Contact Representative (if other than transferor) Firm or Company Name

Arthur H. Harding	Fleischman and Walsh, LLP
Telephone Number (include area code) (202) 939-7900	E-Mail Address (if available) aharding@fw-law.com


If more than one transferor, submit the information requested in questions 2 and 3 for each transferor.

Exhibit No.
N/A

4. Changes in interests as a result of transfer.

(A) NAMES AND ADDRESSES OF ANY PARTY TO APPLICATION HOLDING AN ATTRIBUTABLE INTEREST	(B) CITIZENSHIP	INTEREST HELD			
		(C) BEFORE TRANSFER OR ASSIGNMENT		(D) AFTER TRANSFER OR ASSIGNMENT	
		(1) Percentage Votes	(2) Percentage Total Assets (Equity plus Debt)	(1) Percentage Votes	(2) Percentage Equity Total Assets (Equity plus Debt)
Time Warner Inc. 75 Rockefeller Plaza New York, NY 10019	DE Corp.	100% of votes as ultimate parent	100% of equity as ultimate parent	will become of AOL Time	subsidiary Warner Inc.
AOL Time Warner Inc. 75 Rockefeller Plaza New York, NY 10019	DE Corp.	0%	0%	100% of votes as ultimate parent	100% of equity as ultimate parent
See Exhibit A For Further Information					

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing Thomas W. McEnerney	Typed or Printed Title of Person Signing Vice President
Signature 	Date 2/10/2000

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

1. **Certification.** Licensee/permittee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Licensee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. ☒ Yes ☐ No
2. **Authorizations to be Transferred.** List the authorized stations and construction permits to be transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be transferred. Include main stations, FM and/or TV translator stations, LPTV stations, SCA, FM and/or TV booster stations, and associated auxiliary service stations.

Facility ID Number	Call Sign or Construction Permit File Number	City	State
	See Exhibit B		

3. **Agreements to Transfer Control of Station.** Licensee/permittee certifies that: ☒ Yes ☐ No See Explanation in Exhibit No. N/A
- a. it has placed in its public inspection file(s) and submitted to the Commission copies of all agreements to transfer control of the station(s);
- b. these documents embody the complete and final understanding between transferor(s) and transferee(s); and
- c. these agreements comply fully with the Commission's rules and policies.
4. **Other Authorizations.** List call signs, locations and facility identifiers of all other broadcast stations in which licensee/permittee or any party to the application has an attributable interest. Exhibit No. C ☐ N/A
5. **Character Issues.** Licensee/permittee certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with: ☒ Yes ☐ No See Explanation in Exhibit No. N/A
- a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or
- b. any pending broadcast application in which character issues have been raised.
6. **Adverse Findings.** Licensee/permittee certifies that, with respect to the licensee/permittee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination. ☒ Yes ☐ No See Explanation in Exhibit No. D
7. **Local Public Notice.** Licensee/permittee certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580. ☒ Yes ☐ No

- 8 **Auction Authorization.** Licensee/permittee certifies that more than five years have passed since the issuance of the construction permit for the station being transferred, where that permit was acquired in an auction through the use of a bidding credit or other special measure.

☐ Yes ☐ No
☒ N/A

See Explanation
in Exhibit No

- 9 **Anti-Drug Abuse Act Certification.** Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.

☒ Yes ☐ No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing Thomas W. McEnerney	Typed or Printed Title of Person Signing Vice President
Signature <i>Thomas W. McEnerney</i>	Date 2/10/2000

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Section IV - Transferee(s)

1. **Certification.** Transferee(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferee(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. ☒ Yes ☐ No

2. Legal Name of the Transferee(s)

AOL Time Warner Inc.

Mailing Address

75 Rockefeller Plaza

City	State or Country (if foreign address)	ZIP Code
New York	NY	10019

	Telephone Number (include area code)	E-Mail Address (if available)
	212/484-8160	

3. Contact Representative (if other than transferee)

Firm or Company Name	Arthur H. Harding
Fleischman and Walsh, LLP	
Telephone Number (include area code)	E-Mail Address (if available)
202/939-7900	aharding@fw-law.com

If more than one transferee, submit the information requested in questions 2 and 3 for each transferee.

Exhibit No.
N/A

4. **Nature of Applicant.** Each transferee is:

- ☐ an individual ☐ a general partnership ☒ a for-profit corporation
- ☐ a limited partnership ☐ a not-for-profit corporation ☐ a limited liability company (LLC/LC)
- ☐ other

- a. If "other," describe nature of transferee in an Exhibit.

Exhibit No.
N/A

5. **Agreements to Transfer Control of Station.** Transferee certifies that:
- a. the written agreements in the licensee/permittee's public inspection file and submitted to the Commission embody the complete and final agreement to transfer control of the station(s) specified in Section III, question 2; and
- b. these agreements comply fully with the Commission's rules and policies.

☒ Yes ☐ No

See Explanation in Exhibit No. N/A
--

6. Parties to the Application.

a. List each transferee, and, if other than a natural person, its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separately its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary.

(1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.

(2) Citizenship.

(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard, etc.

(4) Percentage of votes.

(5) Percentage of total assets (equity plus debt).

(1)	(2)	(3)	(4)	(5)
Stephen M. Case 2200 AOL Way Dulles, VA 20166	U.S.	Chairman	Less than 5%	Less than 5%
Gerald M. Levin 75 Rockefeller Plaza New York, NY 10019	U.S.	Chief Executive Officer & Director	Less than 5%	Less than 5%
Robert E. Turner, III One CNN Center, Box 105366 Atlanta, GA 30303	U.S.	Vice Chairman and Director	Less than 5%	Less than 5%
Robert W. Pittman** 2200 AOL Way Dulles, VA 20166	U.S.	Co-Chief Operating Officer	Less than 5%	Less than 5%
Richard D. Parsons* 75 Rockefeller Plaza New York, NY 10019	U.S.	Co-Chief Operating Officer	Less than 5%	Less than 5%
J. Michael Kelly 2200 AOL Way Dulles, VA 20166	U.S.	Chief Financial Officer & Executive Vice President	Less than 5%	Less than 5%
Christopher P. Bogart 75 Rockefeller Plaza New York, NY 10019	Canada	Vice President	Less than 5%	Less than 5%
Paul T. Cappuccio 2200 AOL Way Dulles, VA 20166	U.S.	Vice President	Less than 5%	Less than 5%
James F. MacGuidwin 2200 AOL Way Dulles, VA 20186	U.S.	Vice President	Less than 5%	Less than 5%
Thomas W. McEnerney 75 Rockefeller Plaza New York, NY 10019	U.S.	Vice President	Less than 5%	Less than 5%

6. Parties to the Application.

a. List each transferee, and, if other than a natural person, its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separately its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary.

(1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.

(2) Citizenship.

(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard, etc.

(4) Percentage of votes.

(5) Percentage of total assets (equity plus debt).

(1)	(2)	(3)	(4)	(5)
ADDITIONAL TIME WARNER DIRECTORS*				
J. Carter Bacot	U.S.	Director	Less than 5%	Less than 5%
75 Rockefeller Plaza				
New York, NY 10019				
Stephen F. Bollenbach	U.S.	Director	Less than 5%	Less than 5%
75 Rockefeller Plaza				
New York, NY 10019				
John C. Danforth	U.S.	Director	Less than 5%	Less than 5%
75 Rockefeller Plaza				
New York, NY 10019				
Gerald Greenwald, Jr.	U.S.	Director	Less than 5%	Less than 5%
75 Rockefeller Plaza				
New York, NY 10019				
Carla A. Hills	U.S.	Director	Less than 5%	Less than 5%
75 Rockefeller Plaza				
New York, NY 10019				
Reuben Mark	U.S.	Director	Less than 5%	Less than 5%
75 Rockefeller Plaza				
New York, NY 10019				
Michael Miles	U.S.	Director	Less than 5%	Less than 5%
75 Rockefeller Plaza				
New York, NY 10019				
Francis T. Vincent, Jr.	U.S.	Director	Less than 5%	Less than 5%
75 Rockefeller Plaza				
New York, NY 10019				
*Six AOL Time Warner directors to be designated from this group.				

6. **Parties to the Application.**

a. List each transferee, and, if other than a natural person, its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separately its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary.

- | | |
|---|---|
| <p>(1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.</p> | <p>(2) Citizenship.</p> <p>(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's equity/debt plus standard, etc.</p> <p>(4) Percentage of votes.</p> <p>(5) Percentage of total assets (equity plus debt).</p> |
|---|---|

(1)	(2)	(3)	(4)	(5)
ADDITIONAL AMERICA ONLINE DIRECTORS** Daniel F. Akerson 2200 AOL Way Dulles, VA 20166	U.S.	Director	Less than 5%	Less than 5%
James L. Barksdale 2200 AOL Way Dulles, VA 20166	U.S.	Director	Less than 5%	Less than 5%
Frank L. Caufield 2200 AOL Way Dulles, VA 20166	U.S.	Director	Less than 5%	Less than 5%
Alexander M. Haig, Jr. 2200 AOL Way Dulles, VA 20166	U.S.	Director	Less than 5%	Less than 5%
William N. Melton 2200 AOL Way Dulles, VA 20166	U.S.	Director	Less than 5%	Less than 5%
Colin L. Powell 2200 AOL Way Dulles, VA 20166	U.S.	Director	Less than 5%	Less than 5%
Franklin D. Raines 2200 AOL Way Dulles, VA 20166	U.S.	Director	Less than 5%	Less than 5%
Ken Novack 2200 AOL Way Dulles, VA 20166	U.S.	Director	Less than 5%	Less than 5%
**Seven AOL Time Warner directors to be designated from this group.				

- b. Applicant certifies that equity and financial interests not set forth above are non-attributable. ☒ Yes ☐ No ☐ N/A See Explanation in Exhibit No. N/A
7. **Other Authorizations.** List call signs, locations, and facility identifiers of all other broadcast stations in which transferee or any party to the application has an attributable interest. Exhibit No. 1 ☐ N/A
8. **Multiple Ownership.** ☒ Yes ☐ No See Explanation in Exhibit No. N/A
- a. Transferee certifies that the proposed transfer:
1. complies with the Commission's multiple and cross-ownership rules;
 2. does not present an issue under the Commission's policies relating to media interests of immediate family members;
 3. complies with the Commission's policies relating to future ownership interests; and
 4. complies with the Commission's restrictions relating to the insulation and non-participation of non-party investors and creditors.
- b. Radio Applicants Only. If the transfer of control of the station would result in certain principal community service contour overlaps, see Local Radio Ownership Worksheet, Question 1, applicant certifies that all relevant information has been placed in public inspection file(s) and submitted to the Commission. ☐ Yes ☐ No ☒ N/A See Explanation in Exhibit No.
9. **Character Issues.** Transferee certifies that neither transferee nor any party to the application has or has had any interest in, or connection with: ☒ Yes ☐ No See Explanation in Exhibit No. N/A
- a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or
 - b. any pending broadcast application in which character issues have been raised.
10. **Adverse Findings.** Transferee certifies that, with respect to the transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination? ☒ Yes ☐ No See Explanation in Exhibit No. D
11. **Alien Ownership and Control.** Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments. ☒ Yes ☐ No See Explanation in Exhibit No. 2
12. **Financial Qualifications.** Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months. ☒ Yes ☐ No See Explanation in Exhibit No. N/A
13. **Program Service Certification.** Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area. ☒ Yes ☐ No

14. **Auction Authorization.** Transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.

☐ Yes ☐ No


☒ N/A

See Explanation
in Exhibit No.

15. **Anti-Drug Abuse Act Certification.** Transferee certifies that neither transferee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.

☒ Yes ☐ No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing Thomas W. McEnerney	Typed or Printed Title of Person Signing Vice President
Signature 	Date 2/10/2000

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

**Application For Transfer of Control
WTBS(TV), Atlanta, GA
Transferor's Exhibit A
Section II, Item 4**

DESCRIPTION OF THE PROPOSED TRANSFER

Pursuant to an Agreement and Plan of Merger between America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") dated as of January 10, 2000, each of AOL and Time Warner will merge with wholly-owned subsidiaries of a newly formed Delaware corporation, AOL Time Warner Inc. As a result of these mergers, both AOL and Time Warner will become wholly-owned subsidiaries of AOL Time Warner Inc.

At present, Time Warner is the indirect parent company of SuperStation, Inc. ("SuperStation"), the licensee of WTBS(TV) and its related auxiliary licenses listed in this application, through a chain of intermediate entities. Pursuant to the merger of Time Warner and AOL, the ultimate ownership and control of SuperStation will be transferred from Time Warner to AOL Time Warner Inc., the new parent company of Time Warner. The present application seeks FCC consent to that transfer.

Specifically, Time Warner is the parent company and 100% owner of Turner Broadcasting System, Inc. ("TBS"), holding 85.6 % of the equity and 93.5 % of the votes of TBS directly, and the remaining equity and votes of TBS indirectly through various wholly-owned subsidiaries.¹ Time Warner also holds approximately 92 percent of the combined value of the total equity and

¹These subsidiaries are Warner Communications Inc., American Television and Communications Corporation, Time Warner Companies, Inc. and United Cable Turner Investment, Inc. The shares held by each of these entities represent less than 5% of the votes in TBS.

outstanding debt in TBS (reflecting the presence of public debt). TBS owns 100 percent of Turner Entertainment Group, Inc., which in turn owns 100 percent of Turner Entertainment Networks, Inc., which owns 100 percent of SuperStation, the licensee of WTBS(TV). Following the merger, SuperStation will remain the licensee of WTBS(TV), and the intermediate entities between Time Warner and Superstation will remain unchanged. Thus, AOL Time Warner Inc. will indirectly own 100 percent of the equity and 92% of the combined value of all equity and debt in TBS.

A copy of the Agreement and Plan of Merger is being submitted with this application.

The most senior management of AOL Time Warner Inc. is reported herein. Additional officers of the new corporation have yet to be chosen, and will be reported by amendment to this application upon their selection. All current directors of both AOL and Time Warner (other than two Time Warner directors whose terms are about to expire) are reported herein, given that the sixteen initial directors of AOL Time Warner Inc. will be selected from this pool of existing directors.²

The combination of AOL and Time Warner will greatly benefit the public which they serve. The complementary assets of each company -- including Time Warner's entertainment and information content and high-speed delivery network, and AOL's user-friendly Internet access and content utilized by the world's largest cyber community -- will be combined to create an information, entertainment and communications source for the 21st century. Among other things, the new company will be able to take advantage of the latest broadband technology to deliver branded content at the highest possible speed. It will spur the proliferation of broadband Internet

²It should be noted that the transferor and transferee are in the process of confirming certain information set forth in this application, and will provide the Commission with such updated information as may be necessary.

access. As a result, consumers will have increased options for high-speed broadband Internet access and new means to receive new forms of content. The ability to listen to music over the Internet will be enhanced. Consumers will also be able to access enhanced television services from set-top boxes and will be able to conduct electronic commerce in new, creative ways. Moreover, the availability of educational resources for the nation's children will be increased.

AOL Time Warner Inc. will be able to deliver news and information more efficiently, across the video-broadband spectrum. News sources such as CNN, Headline News and Time Magazine will be able to reach more people more easily over the Internet. Ease of use will make these information and entertainment services more attractive and more available to more consumers. Thus, the merger will help bridge the digital divide, increase the free flow of information globally, and encourage civic discourse among citizens.

This transaction also will foster technical and programming advances, ensure this country's continued global leadership in the provision of news and entertainment, and generate continued job growth. The combination of AOL's instant messaging service and the ability to offer telephony services over cable can revolutionize communications services available to consumers. More generally, the complementary operating strengths and combined assets of Time Warner and AOL will create new or enhanced opportunities for domestic and international growth in children's and family entertainment, news, on-line services, music, film distribution and delivery of communications services.

These are only a few of the benefits that will flow from the merger of Time Warner and AOL. Most fundamentally, however, this merger will help position AOL Time Warner Inc. to make a digital broadband, multimedia network more widely available to American consumers, and will strengthen its ability to compete around the world.

**Application For Transfer of Control
WTBS(TV), Atlanta, GA
Licensee's Exhibit B
Section III, Item 2**

AUTHORIZATIONS TO BE TRANSFERRED

Attached hereto is a list of broadcast auxiliary licenses held by SuperStation, Inc. and associated with WTBS(TV). Also attached is a list of broadcast auxiliary licenses held by SuperStation, Inc. and two affiliated network entities, which are not associated with WTBS(TV) but which are being included in this transfer application pursuant to FCC staff approval.

1. Television Broadcast Station

SUPERSTATION, INC.

CALL SIGN	FACILITY ID	TYPE OF STATION	LOCATION
WTBS(TV)	64033	Television Broadcast	Atlanta, GA

2. Broadcast Auxiliary Service Stations Associated With WTBS(TV)

SUPERSTATION, INC.

CALL SIGN	FILE NUMBER	TYPE OF STATION	LOCATION
KA-59298	801201ND	Television Pickup	Washington, DC
KA-59376	801201NC	Television Pickup	Washington, DC
KA-59393	801201NA	Television Pickup	Washington, DC
KA-59401	801201MU	Television Pickup	New York, NY
KA-59457	801201MV	Television Pickup	New York, NY
KA-60809	801201MW	Television Pickup	New York, NY
KA-61216	801201MX	Television Pickup	New York, NY
KA-61419	801201MZ	Television Pickup	Washington, DC
KA-74707	810619ML	Television Pickup	Los Angeles, CA
KA-74708	810619MM	Television Pickup	Los Angeles, CA
KA-74709	810619MK	Television Pickup	Los Angeles, CA
KA-74710	810619MJ	Television Pickup	Los Angeles, CA
KA-74711	810619MI	Television Pickup	Los Angeles, CA
KQ-5650	810305MD	Television Pickup	Atlanta, GA
KQ-5651	810305ME	Television Pickup	Atlanta, GA
KQ-5655	810305MF	Television Pickup	Atlanta, GA
KQ-5660	810305MG	Television Pickup	Atlanta, GA
KQ-5661	810305MH	Television Pickup	Atlanta, GA
KQ-5670	810305MI	Television Pickup	Atlanta, GA
KR-4732	810403ME	Television Pickup	Chicago, IL
KR-4739	810403MF	Television Pickup	Chicago, IL
KR-4740	810403MG	Television Pickup	Chicago, IL
KR-4741	810403MH	Television Pickup	Chicago, IL
KR-4744	810403MI	Television Pickup	Chicago, IL
KR-4793	801201MY	Television Pickup	New York, NY
KR-4794	801201NB	Television Pickup	Washington, DC
KR-7885	791226MA	Television Pickup	Washington, DC
KR-7887	791226MB	Television Pickup	Atlanta, GA
KR-7891	791226MC	Television Pickup	Washington, DC
KR-7892	791226MD	Television Pickup	Washington, DC

CALL SIGN	FILE NUMBER	TYPE OF STATION	LOCATION
KR-7893	791226ME	Television Pickup	Washington, DC
KR-7896	791226MF	Television Pickup	Atlanta, GA
KS-2216	800104MS	Television Pickup	New York, NY
KS-2217	800104MR	Television Pickup	New York, NY
KS-2221	800104MQ	Television Pickup	New York, NY
KS-2222	800104MP	Television Pickup	New York, NY
KS-2229	800328MG	Television Pickup	Chicago, IL
KS-2231	800328MH	Television Pickup	Chicago, IL
KS-2235	800328MI	Television Pickup	Chicago, IL
KS-2240	800328MJ	Television Pickup	Chicago, IL
KS-2255	800423MB	Television Pickup	Dallas, TX
KS-2898	800423MC	Television Pickup	Dallas, TX
KS-2899	800423MD	Television Pickup	Dallas, TX
KS-2901	800423ME	Television Pickup	Dallas, TX
KS-2902	800423MF	Television Pickup	San Francisco, CA
KS-2903	800423MG	Television Pickup	San Francisco, CA
KS-2905	800423MH	Television Pickup	San Francisco, CA
KS-2909	800423MI	Television Pickup	San Francisco, CA
KS-2910	800423MJ	Television Pickup	Los Angeles, CA
KS-2913	800423MK	Television Pickup	Los Angeles, CA
KS-2914	800423ML	Television Pickup	Los Angeles, CA
KS-2915	800827MK	Television Pickup	Los Angeles, CA

3. Unassociated Broadcast Auxiliary Service Stations

CNN AMERICA, INC.

CALL SIGN	FILE NUMBER	TYPE OF STATION	LOCATION
BLP-00999	910927MB	Auxiliary Low Power	Los Angeles, CA
BLP-00976	9909D132007	Auxiliary Low Power	Los Angeles, CA
KC-23100	502573	Remote P/U	Los Angeles, CA
KPF-404	901116ML	Remote P/U-Auto Relay	Miami, FL
KPF-408	9501901116	Remote P/U-Base/Mobile	Miami, FL
KPF-432	910322MC	Remote P/U-Auto Relay	San Francisco, CA
KPG-344	9309480509	Remote P/U-Mobile Relay	Los Angeles, CA
KPG-532	9309480510	Remote P/U-Mobile Relay	Los Angeles, CA

CALL SIGN	FILE NUMBER	TYPE OF STATION	LOCATION
KPH-396	9309480507	Remote P/U-Base/Mobile	Los Angeles, CA
KPJ-799	9409480968	Remote P/U-Base/Mobile	New York, NY
KPK-264	9509481378	Remote P/U-Mobile Relay	Washington, DC
KPK-267	9404480787	Remote P/U-Base/Mobile	New York, NY
KPK-273	9509481382	Remote P/U-Base/Mobile	Washington, DC
KPK-944	9303480506	Remote P/U-Mobile Relay	Los Angeles, CA
KPL-510	9409480969	Remote P/U-Base/Mobile	New York, NY
KPM-430	9212480083	Remote P/U-Auto Relay	Little Rock, AR
KPM-603	9405480796	Remote P/U-Base/Mobile	New York, NY
KPM-672	9603D028479	Remote P/U	Chicago, IL
KPM-676	9603D028480	Remote P/U	Chicago, IL
KPM-680	9603D028481	Remote P/U	Washington, DC
KPM-684	9603D028483	Remote P/U	Washington, DC

CABLE NEWS NETWORK LP, LLP¹

CALL SIGN	FILE NUMBER	TYPE OF STATION	LOCATION
KB-55707	870901MJ	Remote P/U-Mobile	Atlanta, GA
KPH-607	870901MI	Remote P/U-Auto Relay	Atlanta, GA
KPH-611	870901MH	Remote P/U-Auto Relay	Atlanta, GA

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¹ This entity was previously known as Cable News Network, Inc. Pursuant to an internal restructuring, the licensee was converted into a Delaware limited liability limited partnership. It remains owned, directly and indirectly, by Turner Broadcasting System, Inc., which is owned directly and indirectly by Time Warner Inc.

**Application For Transfer of Control
WTBS(TV), Atlanta, GA
Licensee's Exhibit C
Section III, Item 4**

OTHER AUTHORIZATIONS

Richard D. Parsons, an officer and director of Time Warner Inc. ("Time Warner") and an officer of AOL Time Warner Inc., is a member of the Board of Trustees of Howard University, the licensee of non-commercial television broadcast station WHUR-TV, and radio station WHUR-FM, both licensed to Washington, D.C.

Michael A. Miles, a director of Time Warner, is a trustee of Northwestern University, the licensee of noncommercial radio station WNUR-FM, Evanston, IL.

Francis T. Vincent, Jr., a director of Time Warner, is a trustee of Fairfield University, the licensee of noncommercial radio station WVOF(FM), Fairfield, CT. Time Warner understands that the University also operates a closed circuit television system that distributes a student television network and other programming, including cable television networks and broadcast stations, to dormitory rooms and other student housing, classrooms, auditoriums and the school's library.

**Application For Transfer of Control
WTBS(TV), Atlanta, GA
Licensee's Exhibit D
Section III, Item 6**

ADVERSE ADJUDICATIONS

There are no determinations or adjudications of the specified matters to be reported with respect to Time Warner Inc. ("Time Warner"), SuperStation, Inc. ("SuperStation") or any subsidiary of Time Warner which has a close ongoing relationship with SuperStation and with common principals who are actively involved in the operations of SuperStation. See Policy Regarding Character Qualifications In Broadcast Licensing, 7 FCC Rcd 6564 (1992) at ¶ 16. Nor has there been any such adjudication or determination which specifically involved any officer or director of these entities. However, Time Warner holds direct and indirect partnership interests in Time Warner Entertainment Company, L.P. ("TWE"). In Connie Haschmann v. Time Warner Entertainment Company L.P., U.S.D.C. E.D. Wisconsin, Case No. 97-3333, 97-3708, a jury found that TWE had violated the Americans With Disabilities Act ("ADA") and the Family Medical Leave Act ("FMLA") by failing to provide the plaintiff both with FMLA leave and reasonable accommodation under the ADA.

**Application For Transfer of Control
WTBS(TV), Atlanta, GA
Transferee's Exhibit 1
Section IV, Item 7**

OTHER AUTHORIZATIONS

The media interests of the existing Time Warner Inc. officers and directors are reported in Exhibit C to this application.

Robert W. Pittman is the Chairman and a member of the Board of Representatives of Roberts Radio L.L.C. ("Roberts Radio"), with a direct and indirect equity interest of approximately 16 percent in that company. Roberts Radio is the indirect parent company of the following broadcast licensees or permittees, which hold the broadcast licenses or permits listed:

Licensee/Permittee	Station	Facility ID No.
KSKE L.L.C.:	KSKE-FM, Vail, CO	16269
	FM translator K257CS, Breckenridge, CO	16271
	FM translator K288DA, Vail, CO	69642
	FM translator K244CI, Eagle, CO	69643
KISZ L.L.C.:	KISZ(FM), Cortez, CO	54005
	FM translator K249DE, Durango, CO	76343
KBAC L.L.C.:	KBAC(FM), Las Vegas, NM	40639
KRWN/KENN L.L.C.:	KENN(AM), Farmington, NM	33953
	KRWN(FM), Farmington, NM	47096
	Expanded band AM permit KNNT(AM)	87125
KDGO/KWXA L.L.C.:	KDGO(AM), Durango, CO	55657
	KPTE(FM), Durango, CO	8779
	FM Translator K300AL, Flora Vista, NM	81219
KSDN L.L.C.:	KSDN(AM), Aberdeen, SD	25120
	KSDN-FM, Aberdeen, SD	25118

KKAA/KQAA L.L.C.:	KKAA(AM), Aberdeen, SD	15965
	KQAA(FM) Aberdeen, SD	9672
	KBFO(FM), Aberdeen, SD	9670
	FM translator K249CB, Aberdeen SD	9662
KRRZ/KZPR/KIZZ L.L.C.:	KRRZ(AM), Minot, ND	9679
	KZPR(FM), Minot, ND	9675
	KIZZ(FM), Minot, ND	15968
KGLX/KFMQ/KFXR L.L.C.:	KGLX(FM), Gallup, NM	60596
	KFMQ(FM), Gallup, NM	40806
	KFXR(FM), Chinle, AZ	66816
	FM translator K297AG, Zuni, NM	84023
	Permit for KAXB(FM), Tuba City, AZ	83782
KXTC L.L.C.	KXTC(FM), Thoreau, NM	74310
KLTC/KCAD L.L.C.:	KLTC(AM), Dickinson, ND	71870
	KCAD(FM), Dickinson, ND	57740
WRWD/WBWZ L.L.C.:	WBWZ(FM), New Paltz, NY	48615
	WRWD-FM, Highland, NY	70719
WGHQ/WBPM L.L.C.	WGHQ(AM), Kingston, NY	27396
	WBPM(FM), Kingston, NY	27395
KSFQ L.L.C.	KSFQ(FM), White Rock, NM (assignment granted but not yet consummated)	